

DEAN HELLER Secretary of State 206 North Carson Street Carson City, Nevada 89701-4289 (775) 684 5708 Website; secretaryofstate.biz

Articles of Incorporation (PURSUANT TO NRS 78)

Filed in the office of	Document Number 20050227852-23
Dean Heller Secretary of State	Filing Date and Time 06/13/2005 12:37 PM
State of Nevada	Entity Number E0370222005-2

Important. Read a	attached instructions before completing form,	ABOVE SPA	CE IS FOR OF	FICE USE ONLY
1. <u>Name of</u> Corporation:	CL AND M, INC.			
2. Resident Agent Name and Street Address: Institute to a Newada address where success may be served.	KUMMER KAEMPFER BONNER & RENSHAW Name 3800 HOWARD HUGHES PARKWAY, SEVENTH FLO Street Address Optional Mailing Address	OR LAS VEGAS Chy Chy	NEVAD State	A 89109 Zip Code
3. Sheres: (number of sheres proposition authorized to issue	2,100 shares of Coramon Stock par value of \$1.00 per share; 1,90 Number of shares with par value; 4,000 Par value; \$ ab	Number of shi	eras (000.00 per share.
4. Names & Addresses, of Board of Directory Trustees: (etach additional pace, there is more than 3 declarational)	1. DONALD E. DODGE Name P.O. BOX 7017 Street Address 2. Name Street Address 3. Name Street Address	City City	NH State State	03249 Zip Code Zip Code
5. <u>Purpose:</u> ixteré se nautoni	The purpose of this Corporation shall be: ALL LAWFUL ACTIVITIES			
8, Hames. Address and Standaure of Incorporator, telich editional page frac is more han i bespersiet.	John N. Brewer Name 3800 Howard Hughes Parkway, Seventh Floor Address	Signature Las Vegns City	NV State	89109 Zip Code
7. Certificate of Acceptance of Appointment of Resident Agent;	I hereby accept/appointment as Resident Agent for the above 100 Market No. 100 Ma	6/13/05		

This form must be accompanied by appropriate fees. See attached fee schedule.

Nevado Secretary of State Form 18 ARTYCLES 2003 Revised on: 09/29/03

ARTICLES OF INCORPORATION
OF
C L AND M, INC.
A Nevada corporation
(Continued)

ARTICLE III SHARES

C L and M, Inc. (the "Company") is authorized to issue two classes of stock to be designated, respectively, "Preferred Stock" and "Common Stock." The total number of shares that the Company is authorized to issue is Four Thousand (4,000). Two Thousand One Hundred (2,100) shares having a par value of \$1.00 per share shall be Common Stock, and One Thousand Nine Hundred (1,900) shares having a par value of \$1,000.00 per share shall be Preferred Stock. The stock may be issued from time to time without action by the stockholders and may be issued for such consideration as may be fixed from time to time by the board of directors.

The board of directors may issue such shares in one or more series, with such voting powers, designations, preferences and rights or qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by them.

ARTICLE VIII

DIRECTORS' AND OFFICERS' LIABILITY

Without limiting the limitation of liability of directors and officers provided by NRS 78.138(7), as amended, a director or officer of the Company shall not be individually liable to the Company or its stockholders or creditors for any damages as a result of any act or failure to act in the person's capacity as a director or officer unless it is proven that: (i) the act or failure to act constituted a breach of the person's fiduciary duties as a director or officer; and (ii) the breach of those duties involved intentional misconduct, fraud or knowing violation of law.

ARTICLE IX INDEMNITY

Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he, or a person of whom he is the legal representative, is or was a director or officer of the Company, or is or was serving at the request of the Company as a director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Nevada from time to time against all expenses, liability and loss (including attorneys' fees, judgments, fines and amounts paid or to be paid in settlement) reasonably incurred or suffered by him in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of such directors, officers or representatives incurred in defending a civil or criminal action, suit or proceeding must be paid by the Company as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of such person to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Company. Such right of indemnification shall

not be exclusive of any other right which such director, officer or representative may have or hereafter acquire, and, without limiting the generality of such statement, such person shall be entitled to his right of indemnification under any bylaw, agreement, vote of stockholders, provision of law, or otherwise.

Without limiting the application of the foregoing, the board of directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Nevada, and may cause the Company to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Company, or is or was serving at the request of the Company as director or officer of another corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Company would have the power to indemnify such person.

The indemnification provided in this Article shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors and administrators of such person.

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